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7 Counsel to the Chapter 11 Trustee

Honorable Bryan D. Lynch
Chapter 11
Location: Tacoma

8 UNITED STATES BANKRUPTCY COURT
9 FOR THE WESTERN DISTRICT OF WASHINGTON
10 AT TACOMA

11 In re
12 ZACHARY MILLER and JENNIFER
13 MILLER,
14 Debtors.

Case No. 10-44958-BDL

**NOTICE OF AUCTION AND SALE OF
ASSETS AND OPPORTUNITY TO
OBJECT**

15 NOTICE IS HEREBY GIVEN that an Order (the "Sale Order") was entered by
16 the above referenced Bankruptcy Court on December 1, 2010 under Docket Number
17 88. The Sale Order (i) authorizes and approves sale (the "Sale") of substantially all
18 of the Estate's stock (the "Stock") outside of the ordinary course of business;
19 (ii) authorizes the Trustee to conduct an auction sale (the "Auction") of the Stock and
20 fixes a time and place for the Auction; (iii) sets procedures (the "Bidding
21 Procedures") related to the Auction; (iv) fixes the manner and extend of notice of sale
22 and opportunity to bid for Stock; and (v) schedules a hearing for presentation of the
23 Auction results and approval of the Sale.

24 YOU ARE FURTHER NOTIFIED that, among other provisions, the Sale Order
25 provides that the Auction of the Debtors' Stock will be conducted at 10:00 a.m.
26 prevailing Pacific Time on December 14, 2010, at the offices of Debtors' counsel,

NOTICE OF AUCTION AND SALE OF ASSETS (NO. 10-44958-BDL) – 1
4837-7358-3880.01
120110/1529/64448.00001

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1 Riddell Williams P.S., 1001 Fourth Avenue, Suite 4500, Seattle, Washington. In
2 order to be qualified to bid at the Auction, bidders must deliver to Debtors' counsel,
3 not later than 4:00 p.m. on December 9, 2010, a written overbid of not less than at
4 least three percent (3%) above the Purchaser's offer. The offers to purchase the
5 Stock have been made by Sebastian Brost, Emmett Brost, Paul Moorhead, Joel
6 Moorhead, Peter Marthedal, Luke Marthedal, and Jonathan Howe (collectively
7 "Purchasers"), as set forth on the chart that is attached to this Notice as Exhibit A.

8 YOU ARE FURTHER NOTIFIED that all sales of the Stock shall be on an "as
9 is, where is" basis and without representations or warranties of any kind, nature or
10 description by the Trustee or any other party in interest. All of the Estate's right, title
11 and interest in and to the respective Stock shall be sold free and clear of all known
12 pledges, liens, security interests, encumbrances, claims, charges, options and
13 interests thereon (collectively, the "Transferred Liens"), such Transferred Liens to
14 attach to the net proceeds of the sale of such Stock, unless expressly assumed as
15 part of the transaction. All bids submitted at the Auction must be for cash, payable in
16 full at closing, or upon such terms as are acceptable to Trustee, and without any
17 contingencies or conditions to closing, including but not limited to financing or due
18 diligence.

19 YOU ARE FURTHER NOTIFIED that a hearing to approve the results of the
20 Auction and to approve the Sale (the "Sale Hearing") has been set for 9:30 a.m.
21 December 15, 2010 at the United States Courthouse, Courtroom of the Honorable
22 Bryan D. Lynch, 1717 Pacific Avenue, Tacoma, Washington 98402. At the Sale
23 Hearing, the Trustee shall present the Winning Bid(s) for the Stock to the Bankruptcy
24 Court for approval.

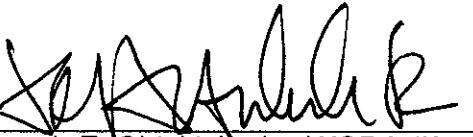
25 YOU ARE FURTHER NOTIFIED that if you object to the Sale, you must file
26 written objection with the Court and serve a copy of your objection on the

1 undersigned, counsel for the Official Committee of Unsecured Creditors, counsel for
2 the United States Trustee and all other parties requesting special notice in this case,
3 not later than 4:00 p.m. prevailing Pacific Time on December 14, 2010.

4 YOU ARE FURTHER NOTIFIED that the Sale Order contains additional
5 provisions concerning the Sale and affecting the rights of parties to bid at the
6 Auction. A copy of the Sale Order may be obtained from the Clerk of the Bankruptcy
7 Court, or by contacting Courtney Tracy at Riddell Williams P.S., (206) 389-1736,
8 email ctracer@riddellwilliams.com.

9 DATED: December 1, 2010

10 RIDDELL WILLIAMS P.S.

11 By: 

12 Joseph E. Shickich, Jr., WSB #8751
13 1001 Fourth Avenue, Suite 4500
14 Seattle, WA 98154
15 Telephone: (206) 624-3600
Facsimile: (206) 389-1708

16 Attorneys for Chapter 11 Trustee

EXHIBIT A

Stock	Percentage	Buyers	Price	Cash at Closing	Note Balance	Term-Months	Interest
NWRE	75%	S. Brost	\$1,300,000.00	\$800,000.00	\$500,000.00	24	5%
Iowa Pizza	25%	S. Brost	\$100,000.00	\$40,000.00	\$60,000.00	24	5%
		P. Moorhead					
		J. Moorhead					
Peninsula	25%	S. Brost	\$50,000.00	\$25,000.00	\$25,000.00	12	5%
		P. Marthedal					
North Sound	25%	S. Brost	\$15,000.00	\$0.00	\$15,000.00	12	5%
		E. Brost					
Southeast Pizza	25%	S. Brost	\$100,000.00	\$0.00	\$100,000.00	30	5%
		L. Marthedal					
		J. Howe					
Midwest	25%	S. Brost	\$100,000.00	\$100,000.00	\$0.00	0	
TOTAL			\$1,665,000.00	\$965,000.00	\$700,000.00		

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